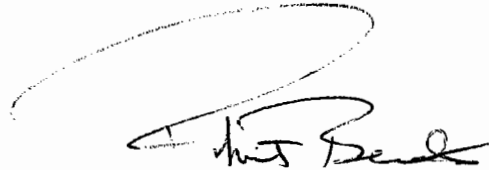


CERTIFICATE OF COUNSEL

The undersigned hereby certifies that, on May 17, 2006, the substance of this Motion was discussed with counsel for Forest Electric Corporation, and no resolution could be reached.

A handwritten signature in black ink, appearing to read "Robert K. Beste, Jr.", is written over a horizontal line.

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